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| Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address Peter J. Mastan (Bar No. 190250) pmastan@gumportlaw.com Claire K. Wu (Bar No. 295966) cwu@gumportlaw.com GUMPORT MASTAN 550 S. Hope Street, Suite 1765 Los Angeles, CA 90071 Tel: (213) 452-4900 <input type="checkbox"/> Individual appearing without attorney <input checked="" type="checkbox"/> Attorney for: Jeffrey I. Golden, Ch. 7 Trustee | | FOR COURT USE ONLY | |
| UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA - SANTA ANA DIVISION | | | |
| In re: SHAMROCK & THISTLE AND THE SUSSEX TEAPOT, A PARTNERSHIP, Debtor(s). | | CASE NO.: 8:14-bk-15035-TA CHAPTER: 7 | |
| | | NOTICE OF SALE OF ESTATE PROPERTY | |
| Sale Date: 02/24/2015 | | Time: 11:00 am | |
| Location: Courtroom 5B, 411 West Fourth Street, Santa Ana, CA 92701 | | | |

Type of Sale: ☒ Public ☐ Private

Last date to file objections: 02/10/2015

Description of property to be sold:

The Estate's interest in certain personal property of the Debtor, which includes (i) the good will of the Debtor's business, (ii) retail and perishable inventory located at the Debtor's business, (iii) the retail fixtures and equipment located at the Debtor's business, (iv) the receivables, (v) the security deposit, and (vi) the deposit accounts for the Debtor's business (the "Property").

Terms and conditions of sale:

"AS IS" and "WHERE IS", without representation or warranty of any kind (including as to merchantability or fitness for a particular purpose), whether express or implied.

Proposed sale price: \$ 20,500.00

This form is mandatory. It has been approved for use in the United States Bankruptcy Court for the Central District of California.

Overbid procedure (if any):

See attached Notice of Filing of Motion for proposed overbid procedures. Overbid procedures may be altered by the Court.

If property is to be sold free and clear of liens or other interests, list date, time and location of hearing:

N/A

Contact person for potential bidders (include name, address, telephone, fax and/or email address):

Peter J. Mastan, Esq.
GUMPORT | MASTAN
550 S. Hope Street, Suite 1765
Los Angeles, CA 90071
213-452-4900
pmastan@gumportlaw.com

Date: 01/23/2015

1 PETER J. MASTAN (Bar No. 190250)

pmastan@gumportlaw.com

2 CLAIRE K. WU (Bar No. 295966)

cwu@gumportlaw.com

3 GUMPORT | MASTAN

550 South Hope Street, Suite 1765

4 Los Angeles, California 90071-2627

Telephone: (213) 452-4900

5 Attorneys for Jeffrey I. Golden, Chapter 7

6 Trustee of the Bankruptcy Estate of Shamrock

& Thistle and The Sussex Teapot, a Partnership

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9 **UNITED STATES BANKRUPTCY COURT**

10 **CENTRAL DISTRICT OF CALIFORNIA**

11 **SANTA ANA DIVISION**

12 In re

13 SHAMROCK & THISTLE
14 AND THE SUSSEX TEAPOT,
A PARTNERSHIP,

15 Debtor.
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Bk. No. 8:14-bk-15035-TA

CHAPTER 7

NOTICE OF FILING OF MOTION
TO APPROVE THE PURCHASE AND
SALE AGREEMENT BETWEEN THE
TRUSTEE AND PAMELA BRAND FOR
THE ESTATE'S INTEREST IN
CERTAIN PERSONAL PROPERTY OF
THE DEBTOR

DATE: February 24, 2015

TIME: 11:00 a.m.

PLACE: Courtroom 5B
411 West Fourth Street
Santa Ana, CA 92701
[Judge Theodor C. Albert]

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NOTICE OF FILING OF MOTION

**TO THE DEBTOR, THE OFFICE OF THE UNITED STATES TRUSTEE, ALL
SCHEDULED CREDITORS OF THE ESTATE, AND THOSE WHO HAVE
FILED PROOFS OF CLAIM, AND TO CHRISTINE NEYENHUZIEN,
BRIDGECREEK BUSINESS PARK, PROPOSED BUYER PAMELA BRAND,
AND ALL OTHER INTERESTED PARTIES:**

NOTICE IS HEREBY GIVEN that, on February 24, 2015, on the 11:00 a.m.
calendar, in Courtroom 5B of the United States Bankruptcy Court located at 411 West
Fourth Street, Santa Ana, CA 92701, the Honorable Theodor C. Albert, United States
Bankruptcy Judge, will conduct a hearing on the "Motion to Approve the Purchase and
Sale Agreement between the Trustee and Pamela Brand for the Estate's Interest in Certain
Personal Property of the Debtor" (the "Motion"), which Motion was filed by Jeffrey I.
Golden, Chapter 7 trustee (the "Trustee") of the bankruptcy estate (the "Estate") of
Shamrock & Thistle and The Sussex Teapot, a Partnership (the "Debtor"). Specifically,
the Trustee seeks an order on the Motion that does each of the following:

**(1) Approves the Purchase and Sale Agreement (the "Agreement") attached as
Exhibit A to the Motion;**

**(2) Authorizes the Trustee to sell the following disclosed assets of the Debtor,
which include: (i) the good will of the Debtor's business, (ii) the retail and perishable
inventory located at the Debtor's business (which is generally described on Exhibit 2 to
the Agreement attached to the Motion), (iii) the retail fixtures and equipment located at
the Debtor's business, (iv) the receivables, (v) the security deposit, and (vi) the deposit
accounts for the Debtor's business (the "Property"), to Pamela Brand (the "Buyer") for
\$20,500, or a successful overbidder making a higher and better offer, on an "AS IS" and
"WHERE IS" basis, without representation or warranty of any kind (including as to
merchantability or fitness for a particular purpose), whether express or implied, and as
contemplated in the Agreement;**

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1 (3) Determines that the Agreement was made in good faith in an arm's-length
2 transaction and that the buyer (whether the Buyer or a successful overbidder) is acting in
3 good faith within the meaning of 11 U.S.C. § 363(m);

4 (4) Authorizes the Trustee to perform the terms of the Agreement and to sign
5 all such documents that are reasonably necessary to perform the Trustee's obligations
6 under the Agreement;

7 (5) Reserves Bankruptcy Court jurisdiction to enforce the Agreement;

8 (6) Approves the following overbid procedure:

9 (a) any initial overbid for the purchase of the Estate's interest in the
10 Property must be in an amount at least \$1,500 greater than the amount to be paid by Buyer
11 under this Agreement (i.e., the initial overbid must be in an amount not less than
12 \$22,000);

13 (b) in the event that the Trustee receives multiple overbids, any subsequent
14 overbids must be made in the Bankruptcy Court at the time of the hearing on the Motion
15 and must be made in minimum increments of \$1,000;

16 (c) any overbid must be accompanied by a certified or cashier's check in
17 the full amount of that bid and the successful overbidder must pay to the Trustee by
18 certified or cashier's check the full purchase price at the time of the hearing on the
19 Motion;

20 (d) any sale at overbid will be all cash, "AS IS", "WHERE IS", with all
21 faults and without any representation or warranty whatsoever, whether express or implied,
22 including without limitation, without warranty as to merchantability, or fitness for a
23 particular purpose, except that a successful overbidder shall be deemed to have made each
24 of the acknowledgments made by the Buyer to the Trustee in the Agreement;

25 (e) the Trustee may exercise his discretion to reject a particular overbid that
26 is not both higher and better (based upon all of the circumstances) than the Buyer's offer
27 or the offer of other overbidders;

28 (f) any person making an overbid for the Property shall be deemed to

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1 have made, on their own account, each of the representations/acknowledgments made by
2 the Buyer to the Trustee in the Agreement and shall be accepting the Property on an "AS
3 IS" and "WHERE IS" basis, and moreover, any such overbidder expressly recognizes and
4 acknowledges that (i) the Debtor's retail and perishable inventory that existed as of the
5 Debtor's bankruptcy filing may have been sold, in whole or in part, on a going concern
6 basis since the Debtor's bankruptcy filing, (ii) the Trustee makes no representations or
7 warranties about the nature, amount, or scope of the retail and perishable inventory
8 actually to be transferred by the Estate to any overbidder, and (iii) a successful overbidder
9 shall have no recourse whatsoever against the Trustee or the Estate (including without
10 limitation no right to offset, recoup, or otherwise reduce the overbid amount) for any
11 reason, including to the extent that the nature, amount and scope of the retail and
12 perishable inventory have been depleted or is otherwise different than on the date of
13 bankruptcy;

14 (7) Authorizes the Trustee to close the proposed sale of the Property to the
15 Buyer (or the successful overbidder) unless an appeal of the order authorizing that sale is
16 timely filed and a stay pending appeal is entered;

17 (8) Waives the 14-day stay of orders for the disposition of Estate property set
18 forth in Fed.R.Bankr.P. 6004(h).

19 **NOTICE IS FURTHER GIVEN** that the Motion is made pursuant to 11 U.S.C.
20 §§ 363(b) and 363(m), Federal Rules of Bankruptcy Procedure 2002 and 6004, and Local
21 Bankruptcy Rules 6004-1 and 9013-1 on the grounds that the proposed sale is in the best
22 interests of the Estate.

23 **NOTICE IS FURTHER GIVEN** that the Motion is based on (a) this Notice of
24 Filing of Motion; (b) the concurrently filed Notice of Motion and Motion, Memorandum
25 of Points and Authorities, Declarations of Jeffrey I. Golden and Peter J. Mastan, and
26 Exhibits; (c) the pleadings on file with the Court of which the Court is requested to take
27 judicial notice; and (d) such further evidence that may be properly submitted prior to or at
28 any hearing on the Motion. At your own expense, you may obtain a complete copy of the

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Motion from the Court's file or by contacting Mr. Victor Rivera of Discovery Document
Reproduction Services at Tel. No. (213) 312-0033.

**NOTICE IS FURTHER GIVEN that, pursuant to Local Bankruptcy Rule
9013-1(f), any opposition to the Motion must be in writing; must be filed with the
Court and served upon the Buyer, the Trustee, and the Office of the United States
Trustee at the addresses set forth below not later than 14 days before the date set for
the hearing on the Motion; and must include a complete written statement of all
reasons in opposition thereto or in support or joinder thereof, declarations and
copies of all photographs and documentary evidence on which the responding party
intends to rely, and any responding memorandum of points and authorities:**

For Filing With the Court

Clerk's Office
United States Bankruptcy Court
411 West Fourth Street
Santa Ana, California 92701-4593

For Service on the Trustee

Jeffrey I. Golden, Trustee
c/o Peter J. Mastan, Esq.
Gumport | Mastan
550 South Hope Street, Suite 1765
Los Angeles, California 90071-2627

**For Service on the Office of the
United States Trustee**

Office of the United States Trustee
411 West Fourth Street, Suite 9041
Santa Ana, California 92701-4593

For Service on the Buyer

Pamela Brand
c/o Lissette Blandino, Esq.
Law Office of Lissette Blandino
5860 Coldbrook Ave.
Lakewood, California 90713

**For Service on Hon. Theodor C. Albert,
United States Bankruptcy Judge**

Hon. Theodor C. Albert
United States Bankruptcy Court
Central District of California
411 West Fourth Street, Suite 5085
Santa Ana, California 92701-4593

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1 **NOTICE IS FURTHER GIVEN that, pursuant to Local Bankruptcy Rule**
2 **9013-1(h), failure to timely file and serve an objection may be deemed by the Court**
3 **to be consent to granting the Motion.**

4 DATED: January 23, 2015

Respectfully submitted,

GUMPORT | MASTAN

7 By: _____



8 Claire K. Wu

9 Attorneys for Jeffrey I. Golden, Chapter
10 7 Trustee of the Bankruptcy Estate of
11 Shamrock & Thistle and The Sussex
12 Teapot, a Partnership
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PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: Gumpert | Mastan, 550 S. Hope Street, Suite 1765, Los Angeles, CA 90071

A true and correct copy of the foregoing document described as: **NOTICE OF SALE OF ESTATE PROPERTY** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d), and (b) in the manner indicated below:

I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF") - Pursuant to controlling General Order(S) and Local Bankruptcy Rule(s) ("LBR"), the foregoing document will be served by the court via NEF and hyperlink to the document. On **January 23, 2015**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email addresses indicated below:

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| Jeffrey I Golden(TR) | ljones@wglp.com, jig@trustesolutions.net; kadele@wglp.com; lfisk@wglp.com |
| L Eugene Hallsted United States Trustee (SA) | hallstedgene@gmail.com ustpregion16.sa.ecf@usdoj.gov |

___ Service information continued on attached page

II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL (indicate method for each person or entity served):
On **January 23, 2015**, I served the following person(s) and/or entity(ies) at the last known address(es) in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States Mail, first class, postage prepaid, and/or with an overnight mail service addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

U.S. BANKRUPTCY COURT

The Honorable Theodore C. Albert
United States Bankruptcy Court
Central District of California
Ronald Reagan Fed. Bldg. & Courthouse
411 West Fourth Street, Ste. 5085
Santa Ana, CA 92701-4593

BY FEDERAL EXPRESS

___ Service information continued on attached page

III. SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL (indicate method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on _____ I served the following person(s) and/or entity(ies) by personal delivery, or (for those who consented in writing to such service method) by facsimile transmission and/or email as follows: Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

___ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

January 23, 2015
Date

KATHLEEN MAROSY
Type name

Kathleen Marosy
Signature